

MACOM Technology Solutions Holdings, Inc.
Form 424B3
January 25, 2017
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Filed Pursuant to Rule 424(b)(3)
Registration File No.: 333-215224

Offer by

MONTANA MERGER SUB I, INC.,

a direct wholly owned subsidiary of

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.,

to exchange each outstanding share of common stock of

APPLIED MICRO CIRCUITS CORPORATION

for

\$3.25 in cash

and

0.1089 shares of common stock of MACOM Technology Solutions Holdings, Inc.

THE OFFER AND THE WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 A.M. MIDNIGHT, EASTERN TIME, AT THE END OF JANUARY 25, 2017, UNLESS EXTENDED OR TERMINATED.

MACOM Technology Solutions Holdings, Inc. (**MACOM**), through its direct wholly owned subsidiary Montana Merger Sub I, Inc. (the **Purchaser**), is offering, upon the terms and subject to the conditions set forth in this prospectus/offer and in the accompanying letter of transmittal, to exchange for each outstanding share of common stock of Applied Micro Circuits Corporation (**AppliedMicro**), par value \$0.01 per share, that is validly tendered in the offer and not properly withdrawn:

\$3.25 in cash, without interest and less any applicable withholding taxes (the **cash consideration**); and

0.1089 shares of MACOM common stock, par value \$0.001 per share, together with cash in lieu of any fractional shares of MACOM common stock, without interest and less any applicable withholding taxes (the **stock consideration**), which, together with the cash consideration, forms the **transaction consideration**). The Purchaser's obligation to accept for exchange, and to exchange, shares of AppliedMicro common stock for cash and shares of MACOM common stock in the offer is subject to a number of conditions, including there having been validly tendered and not properly withdrawn a number of shares of AppliedMicro common stock that, together with any shares of AppliedMicro common stock directly or indirectly owned by MACOM and the Purchaser, represents at least a majority of the outstanding shares of AppliedMicro common stock. See **The Merger Agreement** **Conditions to the Transaction** **Conditions to the Offer** for a description of all such conditions.

The offer is being made pursuant to an Agreement and Plan of Merger and Reorganization, dated November 21, 2016 (as such agreement may be amended, supplemented or otherwise modified from time to time in accordance therewith, the merger agreement), among MACOM, the Purchaser, MACOM Connectivity Solutions, LLC (f/k/a Montana Merger Sub II, LLC), a direct wholly owned subsidiary of MACOM (Merger Sub), and AppliedMicro. A copy of the merger agreement is attached to this document as Annex A.

The offer is the first step in MACOM s plan to acquire control of, and ultimately all of the outstanding equity in, AppliedMicro. Pursuant to the terms and subject to the conditions of the merger agreement, as soon as practicable following the consummation of the offer, MACOM intends to consummate a merger of the Purchaser with and into AppliedMicro, with AppliedMicro surviving the merger (the first merger). The purpose of the first merger is for MACOM to acquire all shares of AppliedMicro common stock that it did not acquire in the offer. In the first merger, each outstanding share of AppliedMicro common stock that was not acquired by the Purchaser in the offer (other than certain dissenting, converted and cancelled shares, as described further in this document) will be converted into the right to receive the transaction consideration. After the first merger, the

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AppliedMicro business will be a direct wholly owned subsidiary of MACOM, and the former stockholders of AppliedMicro will no longer have any direct ownership interest in the surviving entity (the first surviving company). The first merger will be governed by Section 251(h) of the General Corporation Law of the state of Delaware (the DGCL), and accordingly no stockholder vote will be required to complete the first merger.

Immediately following the first merger, the first surviving company will merge with and into Merger Sub (which we refer to as the second merger and together with the first merger, the mergers), with Merger Sub surviving the second merger. As a result of the second merger, the surviving entity (the surviving company) will be converted from a corporation into a limited liability company. The second merger is intended to cause the offer and the mergers, taken together, to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Please read the discussion under the caption Material U.S. Federal Income Tax Consequences in this prospectus/offer. Immediately before the second merger, MACOM will be the sole owner of AppliedMicro, and none of the former AppliedMicro Stockholders will have any direct economic interest in, or approval or other rights with respect to, the second merger.

The AppliedMicro board of directors unanimously determined that the terms of the merger agreement and the transactions contemplated by the merger agreement (the transactions), including the offer and the first merger, are fair to, and in the best interests of, AppliedMicro and its stockholders. The AppliedMicro board of directors has also resolved to recommend that the stockholders of AppliedMicro accept the offer and tender their shares of AppliedMicro common stock to the Purchaser pursuant to the offer.

The MACOM board of directors also unanimously determined that the terms of the merger agreement and the transactions, including the offer and the first merger, are fair to, and in the best interests of, MACOM and its stockholders.

MACOM common stock is listed on the NASDAQ Global Select Market (Nasdaq) under the symbol MTSI, and AppliedMicro common stock is listed on Nasdaq under the symbol AMCC. You are encouraged to obtain current market quotations for MACOM common stock and AppliedMicro common stock in connection with your decision whether to tender your shares.

The first merger will entitle AppliedMicro stockholders to appraisal rights under the DGCL. To exercise appraisal rights, an AppliedMicro stockholder must strictly comply with all of the procedures under the DGCL. These procedures are described more fully in the section entitled The Transactions Dissenters Rights.

For a discussion of certain factors that AppliedMicro stockholders should consider in connection with the offer, please read the section of this document entitled Risk Factors beginning on page 23.

You are encouraged to read this entire document and the related letter of transmittal carefully, including the annexes and information referred to or incorporated by reference in this document.

Neither MACOM nor the Purchaser has authorized any person to provide any information or to make any representation in connection with the offer other than the information contained or incorporated by reference in this document, and if any person provides any information or makes any representation of this kind, that information or representation must not be relied upon as having been authorized by MACOM or the Purchaser.

Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense.

The date of this prospectus/offer is January 24, 2017.

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ADDITIONAL INFORMATION

As permitted by the SEC, this document incorporates by reference important business and financial information about MACOM, AppliedMicro and their respective subsidiaries from documents filed with the SEC that have not been included in or delivered with this document.

This information is available without charge at the SEC's website at www.sec.gov, as well as from other sources.

You can obtain the documents incorporated by reference in this document, without charge, by requesting them in writing or by telephone at the following address and telephone number.

Investor Relations MACOM Technology Solutions Holdings, Inc. 100 Chelmsford Street

Lowell, Massachusetts 01851

(978) 656-2500 <http://ir.macom.com/>

If you would like to request documents, in order to receive timely delivery prior to the expiration of the offer, please make your request at least five (5) business days prior to the expiration date of the offer. **Unless the offer is extended, this means that the latest you should request documents is January 18, 2017.**

See also Where To Obtain Additional Information.

AppliedMicro has supplied all information contained or incorporated by reference in this document relating to AppliedMicro, and MACOM has supplied all information contained or incorporated by reference in this document relating to MACOM. Both AppliedMicro and MACOM have contributed information relating to the transactions.

Certain information relating to AppliedMicro appears in the Solicitation/Recommendation Statement on Schedule 14D-9, which has been filed by AppliedMicro with the SEC (as amended and supplemented, the Schedule 14D-9). The initial Schedule 14D-9 was mailed to AppliedMicro stockholders on or about December 23, 2016.

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QUESTIONS AND ANSWERS ABOUT THE OFFER

Below are some of the questions that you as a holder of shares of AppliedMicro common stock may have regarding the offer and answers to those questions. You are urged to carefully read the remainder of this document, the related letter of transmittal, the annexes to this document and the other information referred to or incorporated by reference in this document because the information contained in this section and in the Summary section is not complete. See Where To Obtain Additional Information.

As used in this document, unless otherwise indicated or the context requires: MACOM (or we, us and our) refers to MACOM Technology Solutions Holdings, Inc., a Delaware corporation, and its consolidated subsidiaries; the Purchaser refers to Montana Merger Sub I, Inc., a Delaware corporation and a direct wholly owned subsidiary of MACOM; Merger Sub refers to MACOM Connectivity Solutions, LLC (f/k/a Montana Merger Sub II, LLC), a Delaware limited liability company and a direct wholly owned subsidiary of MACOM; and AppliedMicro refers to Applied Micro Circuits Corporation, a Delaware corporation, and its consolidated subsidiaries.

Who is offering to buy my AppliedMicro shares?

MACOM, through its direct wholly owned subsidiary the Purchaser, is making this offer to exchange \$3.25 in cash and 0.1089 shares of common stock of MACOM for each share of common stock of AppliedMicro that is validly tendered in the offer and not properly withdrawn.

MACOM is a leading provider of high-performance analog semiconductor solutions that enable next-generation Internet applications, the cloud connected apps economy and the modern, networked battlefield across the radio frequency, microwave, millimeter-wave and photonic spectrum. Our technology enables next generation radars for air traffic control and weather forecasting, as well as mission success on the modern networked battlefield. We help our customers, including some of the world's leading communications infrastructure, aerospace and defense companies, solve complex challenges in areas including network capacity, signal coverage, energy efficiency and field reliability, utilizing our best-in-class team and broad portfolio of analog radio frequency, microwave, millimeter-wave and photonic semiconductor solutions.

What is MACOM proposing?

Pursuant to the terms and subject to the conditions set forth in the Agreement and Plan of Merger and Reorganization, entered into by MACOM, the Purchaser, Merger Sub and AppliedMicro on November 21, 2016 (as such agreement may be amended, supplemented or otherwise modified from time to time in accordance therewith, the merger agreement), MACOM proposes to acquire control of, and ultimately all of the outstanding equity in, AppliedMicro.

The offer is the first step in MACOM's plan to acquire all of the outstanding shares of AppliedMicro, and the first merger is the second step in such plan.

If a sufficient number of shares of AppliedMicro common stock are tendered into the offer such that MACOM will own at least a majority of the outstanding shares of AppliedMicro common stock, subject to the satisfaction or waiver of the other conditions to the offer, MACOM will accept for exchange, the shares tendered in the offer. Then, as soon as practicable thereafter, MACOM will consummate a merger of the Purchaser with and into AppliedMicro, with AppliedMicro surviving the merger (the first merger). The purpose of the first merger is for MACOM to acquire all remaining shares of AppliedMicro common stock that it did not acquire in the offer. After the first merger, the AppliedMicro business will be a direct wholly owned subsidiary of MACOM, and the former stockholders of AppliedMicro will no longer have any direct ownership interest in the first surviving company. The first merger will

be governed by Section 251(h) of the General Corporation Law of the State of Delaware (the "DGCL"), and accordingly no stockholder vote will be required to consummate the first merger.

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Immediately following the first merger, the first surviving company will merge with and into Merger Sub (which we refer to as the second merger and together with the first merger, the mergers), with Merger Sub surviving the second merger. As a result of the second merger, the surviving company will be converted from a corporation into a limited liability company.

Why is MACOM proposing the offer and the mergers?

The board of directors of MACOM unanimously determined that the terms of the merger agreement and the transactions contemplated by the merger agreement (the transactions), including the offer and the first merger, are fair to, and in the best interests of, MACOM and its stockholders. See The Transactions MACOM's Reasons for the Transactions for more information.

Does the AppliedMicro board of directors support the transactions?

Yes. The AppliedMicro board of directors unanimously resolved to recommend that AppliedMicro stockholders accept the offer and tender their AppliedMicro shares to the Purchaser pursuant to the offer. The AppliedMicro board of directors also unanimously determined that the terms of the merger agreement and the transactions, including the offer and the first merger, are fair to, and in the best interests of AppliedMicro's stockholders.

See The Transactions AppliedMicro's Reasons for the Transactions; Recommendation of AppliedMicro's Board of Directors for more information. A description of the reasons for this recommendation is also set forth in AppliedMicro's Solicitation/Recommendation Statement on Schedule 14D-9, which has been filed by AppliedMicro with the SEC (as amended and supplemented, the Schedule 14D-9). The initial Schedule 14D-9 was mailed to AppliedMicro stockholders together with the preliminary prospectus/offer on or about December 23, 2016.

Do any of AppliedMicro's significant stockholders support the transactions?

Yes. Concurrently with the execution of the merger agreement on November 21, 2016, MACOM and the Purchaser entered into separate support agreements (each, a support agreement and collectively, the support agreements) with each of L. William Caraccio, Cesar Cesaratto, Paramesh Gopi, Paul Gray, Michael Major, Martin S. McDermut, Theodore A. Shlapak, Robert Sproull, Duston Williams, Christopher Zepf, and Kingdom Ridge Capital LLC (collectively, the supporting stockholders), who beneficially own, in the aggregate, approximately eleven percent (11%) of AppliedMicro common stock, as of December 15, 2016, to commit to tender their shares of AppliedMicro common stock in the offer. See Support Agreements.

What are the classes and amounts of AppliedMicro securities that the Purchaser is offering to acquire?

MACOM, through the Purchaser, is seeking to acquire all issued and outstanding shares of AppliedMicro common stock, par value \$0.01 per share.

What will I receive for my shares of AppliedMicro common stock?

MACOM, through the Purchaser, is offering, upon the terms and subject to the conditions set forth in this document and in the accompanying letter of transmittal, to exchange for each outstanding share of AppliedMicro common stock that is validly tendered in the offer and not properly withdrawn:

\$3.25 in cash, without interest and less any applicable withholding taxes (the cash consideration); and

0.1089 shares of MACOM common stock, par value \$0.001 per share, together with cash in lieu of any fractional shares of MACOM common stock, without interest and less any applicable withholding

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taxes (the stock consideration, which, together with the cash consideration, forms the transaction consideration).

If you do not tender your shares into the offer, but the first merger is completed, you will also receive the transaction consideration in exchange for your shares of AppliedMicro common stock (other than for certain dissenting, converted and cancelled shares, as described further in this document).

Will I have to pay any fee or commission to exchange my shares of AppliedMicro common stock?

If you are the record owner of your shares of AppliedMicro common stock and you tender those shares in the offer, you will not have to pay any brokerage fees, commissions or similar expenses. If you own your shares of AppliedMicro common stock through a broker, dealer, commercial bank, trust company or other nominee and your broker, dealer, commercial bank, trust company or other nominee tenders your shares on your behalf, your broker or such other nominee may charge a fee for doing so. You should consult your broker, dealer, commercial bank, trust company or other nominee to determine whether any charges will apply.

What are the conditions of the offer?

The offer is conditioned upon, among other things, the following:

Regulatory Approval any waiting period (and extensions thereof) applicable to the offer and the mergers under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act), having expired or been terminated, which required waiting period with respect to the offer and the mergers was terminated by the FTC and the Antitrust Division on December 12, 2016;

Minimum Condition The Purchaser receiving at least a majority of the outstanding shares of AppliedMicro common stock, when added to shares of AppliedMicro common stock already owned by the Purchaser, having been validly tendered into (and not withdrawn from) the offer prior to the expiration date of the offer (the minimum condition);

Effectiveness of Form S-4 the registration statement on Form S-4 of which this document is a part having been declared effective by the SEC under the U.S. Securities Act of 1933, as amended (the Securities Act), and no stop order having been issued or proceeding seeking a stop order having been initiated or threatened by the SEC;

Listing of MACOM Common Stock the shares of MACOM common stock to be issued in the offer and the mergers having been approved for listing on Nasdaq, subject to official notice of issuance;

Accuracy of AppliedMicro's Representations the representations and warranties of AppliedMicro contained in the merger agreement being true and correct as of November 21, 2016 and the expiration date of the offer, subject to specified de minimis and materiality standards, as applicable;

AppliedMicro's Compliance with Covenants AppliedMicro having complied in all material respects with its covenants under the merger agreement to be performed by AppliedMicro at or prior to the expiration date;

No Legal Prohibition there being no injunction by any court or other tribunal of competent jurisdiction or law that has been adopted and is effective that, in each case, prohibits or makes illegal the consummation of the offer or the mergers; and

Tax Opinions the receipt of written opinions by MACOM and AppliedMicro from their respective legal counsel, dated as of the expiration date of the offer, to the effect that the offer and the mergers, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code).

The offer is subject to certain other conditions set forth in the section entitled The Merger Agreement Conditions to the Transactions Conditions to the Offer. MACOM's obligation to consummate the offer is not conditioned upon any financing arrangements or contingencies.

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How long will it take to complete the proposed transactions?

The transactions are currently expected to be completed during the first calendar quarter of 2017, subject to the satisfaction or waiver of the conditions described in The Merger Agreement Conditions to the Transactions.

Until what time can I tender my shares of AppliedMicro common stock in the offer?

The offer is scheduled to expire at 12:00 midnight, Eastern time, at the end of January 25, 2017, unless extended or terminated. Any extension, delay, termination, waiver or amendment of the offer will be followed as promptly as practicable by public announcement thereof to be made no later than 9:00 a.m., Eastern time, on the next business day after the previously scheduled expiration date. During any such extension, all shares previously tendered and not properly withdrawn will remain subject to the offer, subject to the rights of a tendering stockholder to withdraw such stockholder's shares. Expiration date means January 25, 2017, unless and until the Purchaser has extended the period during which the offer is open, subject to the terms and conditions of the merger agreement, in which event the term expiration date means the latest time and date at which the offer, as so extended by the Purchaser, will expire.

Subject to the provisions of the merger agreement, and unless AppliedMicro consents otherwise or the offer or the merger agreement is terminated, (1) the Purchaser must extend the offer for any period required by the U.S. federal securities laws and rules and regulations of the SEC and its staff or of Nasdaq, and, except for in certain circumstances specified by the merger agreement, the Purchaser will not be required to extend past 11:59 PM Eastern time on May 31, 2017 (the end date), and (2) if the offer conditions are not satisfied or earlier waived at any scheduled expiration date, the Purchaser may (and must, if requested by AppliedMicro) extend the offer for not more than ten (10) business days from the previously scheduled expiration date. However, in no event will the Purchaser be required to extend the offer on more than two (2) ten (10) business day occasions if all conditions to the offer other than the minimum condition are satisfied on the date on which the offer is scheduled to expire, but the Purchaser may, in its sole and absolute discretion, elect to do so. Notwithstanding the foregoing, (1) in no event shall the Purchaser be required to extend the offer beyond the end date, if Purchaser is then entitled to terminate the merger agreement pursuant to Section 8.1(b) of the merger agreement and (2) in no event shall Purchaser be permitted to extend the offer beyond the end date without the consent of AppliedMicro.

If the merger agreement is terminated, the Purchaser must promptly terminate the offer.

Other than as described above, the Purchaser may not extend, terminate or withdraw the offer without the prior written consent of AppliedMicro.

Any decision to extend, terminate or withdraw the offer will be made public by an announcement.

See Exchange Offer Procedures Extension, Termination and Amendment of Offer.

How do I tender my shares of AppliedMicro common stock?

To validly tender shares of AppliedMicro common stock held of record, AppliedMicro stockholders must:

if such shares are in certificated form or Direct Registration Form, deliver a properly completed and duly executed letter of transmittal, along with any required signature guarantees and any other required documents, and certificates, if applicable, for tendered AppliedMicro shares to American Stock Transfer &

Trust Company, LLC, the depositary and exchange agent (the exchange agent) for the offer, at its address set forth elsewhere in this document, all of which must be received by the exchange agent prior to the expiration date; or

if such shares are in electronic book-entry form, deliver an agent s message in connection with a book-entry transfer, and any other required documents, to the exchange agent at its address set forth

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elsewhere in this document and follow the other procedures for book-entry tender set forth herein, all of which must be received by the exchange agent prior to the expiration date.

If your shares of AppliedMicro common stock are held in street name (i.e., through a broker, dealer, commercial bank, trust company or other nominee), those shares may be tendered by your nominee by book-entry transfer through The Depository Trust Company (DTC). To validly tender such shares held in street name, you should instruct such nominee to do so prior to the expiration date.

We are not providing for guaranteed delivery procedures. Accordingly you must allow sufficient time for the necessary tender procedures to be completed during normal business hours prior to the expiration date.

Tenders received by the exchange agent after the expiration date will be disregarded and of no effect. In all cases, you will receive your consideration for your tendered shares only after timely receipt by the exchange agent of certificates for such shares, if any, or of a confirmation of a book-entry transfer of such shares, and a properly completed and duly executed letter of transmittal and any other required documents.

For a more complete discussion of the procedures for tendering your shares of AppliedMicro common stock, see Exchange Offer Procedures Procedures for Tendering.

Until what time can I withdraw tendered shares of AppliedMicro common stock?

You may withdraw your previously tendered shares of AppliedMicro common stock at any time until the offer has expired and, if the Purchaser has not accepted your AppliedMicro shares for exchange prior to expiration of the offer, you may withdraw them at any time on or after that date until the Purchaser accepts shares for exchange. Once the Purchaser accepts your tendered shares for exchange, however, you will no longer be able to withdraw them. For a more complete discussion of the procedures for withdrawing your AppliedMicro shares, see Exchange Offer Procedures Withdrawal Rights.

How do I withdraw previously tendered shares of AppliedMicro common stock?

To withdraw previously tendered shares of AppliedMicro common stock that are held of record, you must deliver a written notice of withdrawal with the required information to the exchange agent at any time at which you have the right to withdraw shares.

To withdraw previously tendered shares of AppliedMicro common stock that are held in street name, you must instruct your broker, dealer, commercial bank, trust company or other nominee to arrange for the withdrawal of your shares and such broker, dealer, commercial bank, trust company or other nominee must effectively withdraw such shares at any time at which you have the right to withdraw shares.

For a more complete discussion of the procedures for withdrawing your AppliedMicro shares, including the applicable deadlines for effecting withdrawals, see Exchange Offer Procedures Withdrawal Rights.

When and how will I receive the transaction consideration in exchange for my tendered shares of AppliedMicro common stock?

Upon the terms and subject to the satisfaction or waiver of the conditions of the offer (including, if the offer is extended or amended, the terms and conditions of any extension or amendment), promptly following the expiration date, the Purchaser will accept for exchange, and will thereafter promptly exchange, all shares of AppliedMicro common stock validly tendered and not properly withdrawn prior to the expiration date.

The Purchaser will deliver the transaction consideration for your validly tendered and not properly withdrawn shares through the exchange agent, which will act as your agent for the purpose of receiving the transaction consideration from the Purchaser and transmitting such transaction consideration to you. In all cases,

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you will receive your consideration for your tendered shares only after timely receipt by the exchange agent of certificates for such AppliedMicro shares, if any, or a confirmation of a book-entry transfer of such shares, and a properly completed and duly executed letter of transmittal and any other required documents for such shares.

What happens if I do not tender my shares of AppliedMicro common stock?

If MACOM completes the offer, it intends to complete the first merger as soon as practicable following such completion of the offer. Upon consummation of the first merger, each share of AppliedMicro common stock that has not been tendered and accepted for exchange in the offer, unless appraisal rights under Delaware law for such shares are properly exercised and other than shares held in treasury by AppliedMicro or shares held by MACOM, any subsidiary of MACOM or any subsidiary of AppliedMicro, will be converted in the first merger into the right to receive the transaction consideration.

If the offer is completed, will AppliedMicro continue as a public company?

No. MACOM is required, on the terms and subject to the satisfaction or waiver of the conditions set forth in the merger agreement, to consummate the mergers as soon as practicable following its acceptance for purchase of shares of AppliedMicro common stock in the offer. If the offer is consummated, the first merger will be consummated pursuant to DGCL Section 251(h) without a stockholder vote and shares that were not tendered into the offer will be converted into the right to receive the transaction consideration (other than dissenting, converted and cancelled shares), and the common stock of AppliedMicro will be delisted from trading. As such, MACOM does not expect there to be a significant period of time between the consummation of the offer and the consummation of the mergers, and MACOM and Merger Sub will take the actions, including filing required forms with the SEC to deregister AppliedMicro as a public company.

If the first merger takes place, AppliedMicro will no longer be publicly traded, and the AppliedMicro business will be a wholly owned subsidiary of MACOM.

Will I have the right to have my shares of AppliedMicro common stock appraised?

Appraisal rights are not available in connection with the offer, and AppliedMicro stockholders who tender their shares in the offer will not have appraisal rights in connection with the first merger. However, if the Purchaser accepts shares in the offer and the first merger is completed, holders of shares of AppliedMicro common stock will be entitled to exercise appraisal rights in connection with the first merger if they did not tender their shares in the offer and satisfy the other requirements prescribed by Delaware law.

AppliedMicro stockholders who comply with the applicable statutory procedures under the DGCL will be entitled to receive a judicial determination of the fair value of their shares of AppliedMicro common stock (exclusive of any element of value arising from the accomplishment or expectation of the first merger) and to receive payment of such fair value in cash. Any such judicial determination of the fair value of shares of AppliedMicro common stock could be based upon considerations other than, or in addition to, the price paid in the offer and the first merger and the market value of shares of AppliedMicro common stock. The value so determined could be higher or lower than the price per AppliedMicro share paid by MACOM or the Purchaser pursuant to the offer and the first merger. You should be aware that opinions of investment banking firms as to the fairness from a financial point of view of the consideration payable in a sale transaction, such as the offer and the first merger, are not opinions as to fair value under applicable Delaware law.

Under Section 262 of the DGCL, where a merger is approved under Section 251(h), either a constituent corporation before the effective date of the merger, or the first surviving company within ten (10) days thereafter, will notify each of the holders of any class or series of stock of such constituent corporation who are entitled to appraisal rights of the approval of the merger or consolidation and that appraisal rights are available for any or all shares of such class or series of stock of such constituent corporation, and shall include in such notice a copy of Section 262 of the DGCL. **The Schedule 14D-9 will constitute the formal notice of appraisal rights under Section 262 of the DGCL.**

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The foregoing summary of the rights of dissenting stockholders under the DGCL does not purport to be a complete statement of the procedures to be followed by AppliedMicro stockholders desiring to exercise any available appraisal rights under Section 262 of the DGCL, and is qualified in its entirety by the full text of Section 262 of the DGCL. See The Transactions Dissenters Rights.

Who should I contact if I have questions about the offer?

You may contact D.F. King & Co., Inc., the information agent, by phone toll-free at (866) 530-8635 or by email at infoagent@dfking.com.

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SUMMARY

*This section summarizes material information presented in greater detail elsewhere in this document. However, this summary does not contain all of the information that may be important to AppliedMicro stockholders. You are urged to read carefully the remainder of this document, the related letter of transmittal, the annexes to this document and the other information referred to or incorporated by reference in this document because the information contained in this section and in the *Questions and Answers About the Offer* section is not complete. See *Where To Obtain Additional Information*.*

The Transactions (Page 33)

The purpose of the transactions that have been agreed to between MACOM and AppliedMicro is for MACOM to acquire control of, and ultimately the entire equity interest in, AppliedMicro. The offer is the first step in MACOM's plan to acquire all of the outstanding shares of AppliedMicro common stock, and the first merger is the second step in such plan. If the offer is completed, tendered shares of AppliedMicro common stock will be exchanged for the transaction consideration, and upon completion of the first merger, any remaining shares of AppliedMicro common stock that were not tendered into the offer (other than certain dissenting, converted or cancelled shares, as described further in this document) will be converted into the right to receive the transaction consideration.

Immediately following the first merger, and as the final step in MACOM's plan to acquire all of the outstanding shares of AppliedMicro common stock, the first surviving company will merge with and into Merger Sub in the second merger.

Transaction Consideration (Page 104)

The transaction consideration consists of:

\$3.25 in cash, without interest and less any applicable withholding taxes; and

0.1089 shares of MACOM common stock, par value \$0.001, together with cash in lieu of any fractional shares of MACOM common stock, without interest and less any applicable withholding taxes.

AppliedMicro stockholders will not receive any fractional shares of MACOM common stock in the offer or the first merger, and each AppliedMicro stockholder who otherwise would be entitled to receive a fraction of a share of MACOM common stock pursuant to the offer or the first merger will be paid an amount in cash (without interest) in lieu thereof, based on the volume weighted average closing sale price per share (calculated to the nearest one-hundredth of one cent) of MACOM common stock as reported on Nasdaq for the period of ten (10) consecutive trading days beginning on the thirteenth (13th) trading day immediately preceding the date on which the mergers (as defined below) are consummated (the closing date) and concluding at the close of trading on the third (3rd) trading day immediately preceding the closing date, as calculated by Bloomberg Financial LP under the function VWAP (the MACOM trading price).

The Offer (Page 102)

MACOM, through the Purchaser, is offering, upon the terms and subject to the conditions set forth in this document and in the accompanying letter of transmittal, to exchange the transaction consideration for each outstanding share of

AppliedMicro common stock that is validly tendered in the offer and not properly withdrawn.

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The Mergers (Page 103)

The first merger and the second merger will be completed as soon as practicable following the Purchaser's acceptance of tendered shares, assuming the satisfaction or waiver of the other conditions of the offer at such time. The first merger will be subject to Section 251(h) of the DGCL, which means that no vote of AppliedMicro stockholders will be required to complete the first merger. Accordingly, MACOM anticipates that the first merger will be completed on or about the same day as the completion of the offer.

In the first merger, the Purchaser will merge with and into AppliedMicro, with AppliedMicro surviving the merger (the effective time). At the effective time, each outstanding share of AppliedMicro common stock that was not acquired by the Purchaser in the offer (other than shares held by stockholders validly exercising appraisal rights under Delaware law, shares held in treasury by AppliedMicro or shares held by MACOM, any subsidiary of MACOM or any subsidiary of AppliedMicro) will be converted into the right to receive the transaction consideration. After the first merger, AppliedMicro will be a direct wholly owned subsidiary of MACOM, and the former stockholders of AppliedMicro will no longer have any direct ownership interest in the first surviving company.

Immediately following the first merger, the first surviving company will merge with and into Merger Sub, with Merger Sub surviving the second merger (the second effective time). From and after the second effective time, the surviving company holding the AppliedMicro business will be a limited liability company rather than a corporation.

The Companies (Page 31)

MACOM

MACOM Technology Solutions Holdings, Inc.

100 Chelmsford Street

Lowell, Massachusetts 01851

(978) 656-2500

MACOM is a leading provider of high-performance analog semiconductor solutions that enable next-generation Internet applications, the cloud connected apps economy and the modern, networked battlefield across the radio frequency, microwave, millimeterwave and photonic spectrum. MACOM designs and manufactures differentiated, high-value products for customers who demand high performance, quality and reliability. MACOM offers a broad portfolio of over 4,500 standard and custom devices, which include integrated circuits, multi-chip modules, power pallets and transistors, diodes, amplifiers, switches and switch limiters, passive and active components and complete subsystems, across approximately 40 product lines serving over 6,500 end customers in three primary markets. MACOM's semiconductor products are electronic components that our customers incorporate into their larger electronic systems, such as, point-to-point wireless backhaul radios, high density networks, active antenna arrays, radar, magnetic resonance imaging systems and unmanned aerial vehicles. MACOM's primary markets are: Networks, which includes carrier and enterprise infrastructure, wired broadband and cellular backhaul, cellular infrastructure, photonic solutions, data centers and fiber optic applications; Aerospace and Defense, which includes military and commercial radar, radio frequency jammer, electronic countermeasure, and communication data link applications; and, Multi-market, which includes industrial, medical, test and measurement and scientific applications.

MACOM was incorporated in Delaware in March 2009 and became a public company in 2012. Its shares are traded on Nasdaq under the ticker symbol MTSI.

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The Purchaser

Montana Merger Sub I, Inc.

c/o MACOM Technology Solutions Holdings, Inc.

100 Chelmsford Street

Lowell, Massachusetts 01851

(978) 656-2500

The Purchaser is a Delaware corporation and a direct and wholly owned subsidiary of MACOM. The Purchaser was incorporated on November 17, 2016 for the purpose of making the offer and consummating the first merger. The Purchaser has engaged in no business activities to date and it has no material assets or liabilities of any kind, other than those incident to its formation and those incurred in connection with the merger agreement, the offer and the mergers.

Merger Sub

MACOM Connectivity Solutions, LLC

c/o MACOM Technology Solutions Holdings, Inc.

100 Chelmsford Street

Lowell, Massachusetts 01851

(978) 656-2500

Merger Sub is a Delaware limited liability company and a direct and wholly owned subsidiary of MACOM. Merger Sub was formed on November 17, 2016 for the purpose of consummating the second merger and on December 28, 2016 underwent a name change from Montana Merger Sub II, LLC to MACOM Connectivity Solutions, LLC. Merger Sub has engaged in no business activities to date and it has no material assets or liabilities of any kind, other than those incident to its formation and those incurred in connection with the merger agreement and the mergers.

AppliedMicro

Applied Micro Circuits Corporation

4555 Great America Parkway, 6th Floor

Santa Clara, California 95054

(408) 542-8632

AppliedMicro is a global leader in silicon solutions for next-generation cloud infrastructure and data centers, as well as connectivity products for edge, metro and long-haul communications equipment. AppliedMicro's Computing

products include the X-Gene family of server processors, each based on the ARMv8 64-bit Instruction Set Architecture (ISA), which target mainstream cloud and data center infrastructure including hyperscale, telco, enterprise and high performance computing. As part of AppliedMicro's current Computing business, AppliedMicro also offers embedded computing products which include the HeliX family of processors, based on the ARM 64-bit ISA, and PowerPC products, based on Power Architecture. AppliedMicro's embedded Computing products are deployed in a variety of applications including networking and telecom, enterprise storage, data center and industrial applications. The Connectivity portion of AppliedMicro's business provides high-speed, high-bandwidth, high-reliability communications products to network equipment manufacturers. They include the X-Weave family of products, designed to meet the needs of service providers and public cloud, private cloud, and enterprise data centers.

AppliedMicro was incorporated in California in 1979 and was reincorporated in Delaware in 1987. AppliedMicro became a publicly traded company in 1997. Its shares trade on the Nasdaq under the ticker symbol AMCC.

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Support Agreements (Page 127)

Concurrently with the execution of the merger agreement on November 21, 2016, MACOM and the Purchaser entered into the support agreements with the supporting stockholders, who beneficially own, in the aggregate, approximately eleven percent (11%) of AppliedMicro common stock, as of December 15, 2016, to commit to tender their outstanding shares of AppliedMicro common stock in the offer.

Pursuant to the support agreements, each of the supporting stockholders agreed during the term of his, her or its respective support agreement, among other things, (i) to promptly (and, in any event, not later than ten (10) business days following commencement of the offer) validly tender or cause to be tendered all outstanding shares of AppliedMicro common stock owned by the supporting stockholder, (ii) with respect to any additional shares of AppliedMicro common stock acquired after commencement of the offer, but before the acceptance time, to promptly (and, in any event, not later than two (2) business days following the acquisition of such additional shares) validly tender or cause to be tendered such additional shares, (iii) not to withdraw shares of AppliedMicro common stock from the offer unless the offer is terminated and (iv) to certain restrictions on transferring or encumbering any such shares of AppliedMicro common stock prior to termination of the support agreement.

The support agreements may terminate early in certain circumstances. For more information regarding the support agreements, see Support Agreements.

Conditions to the Transactions (Page 107)

Completion of the transactions is subject to certain conditions, including, among others:

Regulatory Approval any waiting period (and extensions thereof) applicable to the offer and the mergers under the HSR Act having expired or been terminated, which required waiting period with respect to the offer and the mergers was terminated by the FTC and the Antitrust Division on December 12, 2016;

Minimum Condition the Purchaser receiving at least a majority of the outstanding shares of AppliedMicro common stock, when added to shares of AppliedMicro common stock already owned by the Purchaser, having been validly tendered into (and not withdrawn from) the offer prior to the expiration date of the offer;

Effectiveness of Form S-4 the registration statement on Form S-4 of which this document is a part having been declared effective by the SEC under the Securities Act, and no stop order having been issued or proceeding seeking a stop order having been initiated or threatened by the SEC;

Listing of MACOM Common Stock the shares of MACOM common stock to be issued in the offer and the mergers having been approved for listing on Nasdaq, subject to official notice of issuance;

Accuracy of AppliedMicro's Representations the representations and warranties of AppliedMicro contained in the merger agreement being true and correct as of November 21, 2016 and the expiration date of the offer, subject to specified de minimis and materiality standards, as applicable;

AppliedMicro's Compliance with Covenants AppliedMicro having complied in all material respects with its covenants under the merger agreement to be performed by AppliedMicro at or prior to the expiration date;

No Legal Prohibition there being no injunction by any court or other tribunal of competent jurisdiction or law that has been adopted and is effective that, in each case, prohibits or makes illegal the consummation of the offer or the mergers; and

Tax Opinions the receipt of written opinions by MACOM and AppliedMicro from their respective legal counsel, dated as of the expiration date of the offer, to the effect that the offer and the mergers, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Code.

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Treatment of AppliedMicro Equity Awards (Page 106)

Under the terms of the merger agreement,

Vested in-the-Money AppliedMicro Stock Options. Each outstanding vested in-the-money option to acquire shares of AppliedMicro common stock will be cancelled as of the effective time and thereafter will only entitle the holder of such option to receive (without interest) an amount in cash and a number of shares of MACOM common stock equal to the product of the (i) transaction consideration (with the stock consideration value based on the closing price of the MACOM common stock on Nasdaq on the last trading day immediately before the effective time), multiplied by (ii) that number of whole and partial (computed to the nearest four decimal places) shares of AppliedMicro common stock equal to the excess of (A) the total number of shares of AppliedMicro common stock then subject to such vested in-the-money AppliedMicro option over (B) the number of whole and partial (computed to the nearest four decimal places) shares of AppliedMicro common stock that, when multiplied by the closing price of the AppliedMicro common stock on Nasdaq on the last trading day immediately prior to the effective time, is equal to the aggregate exercise price of such vested in-the-money AppliedMicro option.

Other AppliedMicro Stock Options. Each outstanding option to acquire shares of AppliedMicro common stock other than a vested in-the-money AppliedMicro option will be cancelled and converted into, as of the effective time, and thereafter evidence an award of stock options exercisable for shares of MACOM common stock having the same terms and conditions, subject to certain modifications.

Vested AppliedMicro Restricted Stock Units. Each outstanding vested AppliedMicro restricted stock unit will be settled in that number of shares of AppliedMicro common stock underlying the vested AppliedMicro restricted stock unit and thereafter will entitle the holder thereof to receive (without interest) an amount in cash and a number of shares of MACOM common stock equal to the transaction consideration (with the stock consideration valued based on the closing price of MACOM common stock on Nasdaq on the last trading day immediately before the effective time), in respect of each share of AppliedMicro common stock that was subject to such holder's vested AppliedMicro restricted stock unit.

Unvested AppliedMicro Restricted Stock Units. Each outstanding unvested AppliedMicro restricted stock unit will be cancelled and converted into, as of the effective time, and thereafter evidence an award of restricted stock units with respect to shares of MACOM common stock having the same terms and conditions, subject to certain modifications.

AppliedMicro 2012 Employee Stock Purchase Plan (Page 107)

AppliedMicro will cause any outstanding offering period under the 2012 Employee Stock Purchase Plan, as amended (ESPP) to terminate as of the effective time, with the ESPP and all outstanding rights under such plan being terminated as of such time. Any shares of AppliedMicro common stock purchased under the ESPP will be canceled and converted into the right to receive the transaction consideration. Any funds that remain in the account of an ESPP participant will be promptly returned to the participant.

Regulatory Approvals (Page 83)

Completion of the transactions is subject to the expiration or termination of the waiting period applicable to the transactions under the HSR Act. On December 12, 2016, early termination of the waiting period under the HSR Act was granted, and accordingly this condition has been satisfied. The parties to the merger agreement are required to use their respective reasonable best efforts to consummate the transactions, including by taking all reasonable actions necessary to obtain any antitrust or other regulatory approvals, as described in the merger agreement.

Table of Contents**Source and Amount of Funds (Page 93)**

MACOM estimates that the aggregate amount of cash consideration required to purchase the maximum amount of shares of AppliedMicro common stock sought in the offer is approximately \$288 million, which is equal to \$3.25 multiplied by 88,581,000 shares of AppliedMicro common stock (see Note 2 to the Unaudited Pro Forma Condensed Combined Financial Statements for the calculation of the estimated shares of AppliedMicro common stock entitled to the cash consideration), plus related costs and expenses. MACOM intends to use cash on hand to finance the cash portion of the transactions and the related costs and expenses.

Listing of MACOM Common Stock (Page 123)

MACOM will submit the necessary notification to Nasdaq with respect to the listing of the shares of MACOM common stock to be issued in connection with the transactions. Approval of this listing is a condition to completion of the offer and the first merger.

Dissenters' Rights (Page 81)

Appraisal rights are not available in connection with the offer, and AppliedMicro stockholders who tender their shares in the offer will not have appraisal rights in connection with the first merger. However, if the Purchaser accepts shares in the offer and the first merger is completed, holders of shares of AppliedMicro common stock will be entitled to exercise appraisal rights in connection with the first merger if they did not tender their shares in the offer and satisfy the other requirements prescribed by Section 262 of the DGCL. The fair value of AppliedMicro common stock may be greater than, less than or the same as the transaction consideration. For more information, see The Transactions Dissenters' Rights.

You will find a detailed discussion of appraisal rights in the Schedule 14D-9, which has been filed with the SEC and was mailed to AppliedMicro stockholders together with the preliminary prospectus/offer on or about December 23, 2016. The Schedule 14D-9 will constitute the formal notice of appraisal rights under Section 262 of the DGCL.

Comparative Market Price and Dividend Matters (Page 129)

MACOM common stock is listed on Nasdaq under the symbol MTSI, and AppliedMicro common stock is listed on Nasdaq under the symbol AMCC. The following table sets forth the closing prices of MACOM common stock and AppliedMicro common stock on Nasdaq as reported on November 18, 2016, the trading day prior to public announcement of execution of the merger agreement, and on January 20, 2017, the most recent practicable trading date prior to the filing of this document. The table also shows the implied value of one share of AppliedMicro common stock on such dates, which was calculated by adding (1) the per-share cash consideration of \$3.25 and (2) the product of the exchange ratio of 0.1089 multiplied by the closing price of MACOM common stock on such date.

	Per-Share AppliedMicro Closing Price	Per-Share MACOM Closing Price	Implied Transaction Value of AppliedMicro Share
November 18, 2016	\$ 7.25	\$ 46.95	\$ 8.36
January 20, 2017	\$ 8.35	\$ 46.90	\$ 8.36

The market value of the stock portion of the transaction consideration will change as the market value of MACOM common stock fluctuates during the offer period and thereafter. AppliedMicro stockholders should obtain current

market quotations for shares of AppliedMicro common stock and MACOM common stock before deciding whether to tender their AppliedMicro shares in the offer.

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Ownership of MACOM After the Transactions (Page 81)

MACOM estimates that former stockholders of AppliedMicro will own, in the aggregate, approximately 16.1% of the shares of MACOM common stock outstanding immediately following completion of the transactions.

Comparison of Stockholders Rights (Page 150)

The rights of MACOM stockholders are different in some respects from the rights of AppliedMicro stockholders. Therefore, AppliedMicro stockholders will have different rights as stockholders once they become MACOM stockholders.

Material U.S. Federal Income Tax Consequences (Page 142)

It is intended that the offer and the mergers, taken together, qualify as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to MACOM's obligation to complete the offer that MACOM and AppliedMicro each receive a written opinion from their respective legal counsel, Ropes & Gray LLP and Pillsbury Winthrop Shaw Pittman LLP, respectively, to the effect that the offer and the mergers, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Code. Accordingly, assuming the receipt and accuracy of such opinions, U.S. holders (as defined under Material U.S. Federal Income Tax Consequences) of shares of AppliedMicro common stock that receive a combination of shares of MACOM common stock and cash (other than cash received in lieu of fractional shares of MACOM common stock) in exchange for shares of AppliedMicro common stock pursuant to the offer and/or the first merger generally will recognize gain (but not loss) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of MACOM common stock and cash received by the U.S. holder exceeds such U.S. holder's adjusted tax basis in its shares of AppliedMicro common stock surrendered and (ii) the amount of cash received by such U.S. holder. Non-U.S. holders (as defined under Material U.S. Federal Income Tax Consequences) of shares of AppliedMicro common stock that receive the transaction consideration pursuant to the offer or the first merger may be subject to U.S. withholding tax with respect to cash received.

Holders of AppliedMicro common stock should read the section entitled Material U.S. Federal Income Tax Consequences for a more complete discussion of the U.S. federal income tax consequences of the transactions. Tax matters can be complicated, and the tax consequences of the transactions to a particular holder will depend on such holder's particular facts and circumstances. AppliedMicro stockholders should consult their own tax advisors to determine the specific consequences to them of exchanging their shares of AppliedMicro common stock for the transaction consideration pursuant to the offer or the first merger.

Accounting Treatment (Page 94)

In accordance with United States generally accepted accounting principles (GAAP), MACOM will account for the acquisition of shares in the transactions under the acquisition method of accounting for business combinations.

Questions About the Offer and the Mergers

Questions or requests for assistance or additional copies of this document may be directed to the information agent at the telephone number and addresses set forth below. Stockholders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the offer and the mergers.

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The information agent for the offer is:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

Bankers and Brokers Call: (212) 493-3910

Others Call Toll Free: (866) 530-8635

Email: infoagent@dfking.com

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF MACOM**

The following table sets forth certain selected financial information for MACOM as of and for the periods indicated. The selected consolidated statements of operations data for fiscal years 2016, 2015 and 2014 and the selected consolidated balance sheet data as of September 30, 2016 and October 2, 2015 are derived from the audited consolidated financial statements of MACOM included in MACOM's Annual Report on Form 10-K for the fiscal year ended September 30, 2016, which is incorporated by reference into this document. The selected consolidated statements of operations data for fiscal years 2013 and 2012 and the selected consolidated balance sheet data as of October 3, 2014, September 27, 2013 and September 28, 2012 are derived from MACOM's audited consolidated financial statements, adjusted for discontinued operations, which are not incorporated by reference into this document. You should read this summary selected financial data together with MACOM's Management's Discussion and Analysis of Financial Condition and Results of Operations and MACOM's historical consolidated financial statements and the notes thereto included in MACOM's Annual Report on Form 10-K for the fiscal year ended September 30, 2016, which is incorporated by reference into this document. See [Where To Obtain Additional Information](#). The historical results are not necessarily indicative of results to be expected in the future.

Selected Consolidated Statements of Operations Data

	Fiscal Years				
	2016	2015	2014	2013	2012
	(in thousands, except per share data)				
Statements of Operations Data (1):					
Revenue	\$ 544,338	\$ 420,609	\$ 339,189	\$ 242,703	\$ 255,544
Cost of revenue	262,729	217,019	198,249	133,505	134,826
Gross profit	281,609	203,590	140,940	109,198	120,718
Operating expenses:					
Research and development	107,698	82,188	71,351	42,505	34,903
Selling, general and administrative	145,433	110,030	82,593	57,930	41,235
Impairment charges	11,765				
Restructuring charges	3,465	1,280	14,823	1,060	1,862
Total operating expenses	268,361	193,498	168,767	101,495	78,000
Income (loss) from operations	13,248	10,092	(27,827)	7,703	42,718
Other income (expense):					
Warrant liability (expense) gain (2)	(16,431)	(6,020)	(3,928)	(4,312)	3,175
Class B conversion liability expense (2)					(44,119)
Interest (expense), net	(18,427)	(18,376)	(12,362)	(817)	(695)
Other income (expense), net	39	(1,096)	3,217	372	185
Other (expense), net	(34,819)	(25,492)	(13,073)	(4,757)	(41,454)
(Loss) income before income taxes	(21,571)	(15,400)	(40,900)	2,946	1,264

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Income tax (benefit) provision	(17,983)	(9,858)	(16,086)	283	11,830
(Loss) income from continuing operations	(3,588)	(5,542)	(24,814)	2,663	(10,566)
Income from discontinued operations	5,022	54,131	9,491	15,533	6,902
Net income (loss)	1,434	48,589	(15,323)	18,196	(3,664)
Accretion value of redeemable preferred stock					(2,616)
Net income (loss) attributable to common stockholders	\$ 1,434	\$ 48,589	\$ (15,323)	\$ 18,196	\$ (6,280)

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	Fiscal Years				
	2016	2015	2014	2013	2012
	(in thousands, except per share data)				
Basic income (loss) per common share:					
(Loss) income from continuing operations	\$ (0.07)	\$ (0.11)	\$ (0.53)	\$ 0.06	\$ (0.53)
Income from discontinued operations	0.09	1.06	0.20	0.34	0.28
Net income (loss) basic	\$ 0.03	\$ 0.95	\$ (0.33)	\$ 0.40	\$ (0.25)
Diluted income (loss) per common share:					
(Loss) income from continuing operations	\$ (0.07)	\$ (0.11)	\$ (0.53)	\$ 0.06	\$ (0.53)
Income from discontinued operations	0.09	1.06	0.20	\$ 0.33	\$ 0.28
Net income (loss) diluted	\$ 0.03	\$ 0.95	\$ (0.33)	\$ 0.39	\$ (0.25)
Shares used to compute net income (loss) per common share:					
Basic	53,364	51,146	47,009	45,916	24,758
Diluted	53,364	51,146	47,009	47,137	24,758

Selected Consolidated Balance Sheet Data

	As of				
	September 30, 2016	October 2, 2015	October 3, 2014	September 27, 2013	September 28, 2012
Consolidated Balance Sheet Data					
<i>(in thousands):</i>					
Cash and cash equivalents	\$ 332,977	\$ 122,312	\$ 173,895	\$ 110,488	\$ 84,600
Working capital	520,794	312,743	287,703	194,289	157,451
Total assets	1,188,551	860,834	675,852	316,635	268,217
Long-term debt, less current portion	576,345	335,087	336,796		
Stockholders' equity	\$ 462,784	\$ 424,533	\$ 228,567	\$ 247,141	\$ 199,458

- (1) See Results of Operations in Item 7 of and Consolidated Statements of Operations and MACOM's Notes to Consolidated Financial Statements included in MACOM's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 for additional information for fiscal years 2016, 2015 and 2014.
- (2) Represents changes in the fair value of certain features of MACOM's warrant and Class B convertible preferred stock that were recorded as liabilities and adjusted each reporting period to fair value. The convertible preferred stock liability was settled in connection with MACOM's initial public offering in March 2012.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF APPLIEDMICRO**

The following table sets forth certain selected consolidated financial information for AppliedMicro as of the end of and for the periods indicated. The selected consolidated statements of operations data for the fiscal years ended March 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of March 31, 2016 and 2015 are derived from, and qualified by reference to, the audited consolidated financial statements included in AppliedMicro's Annual Report on Form 10-K for the fiscal year ended March 31, 2016, which is incorporated by reference into this document. The selected consolidated statements of operations data for the fiscal years ended March 31, 2013 and 2012 and the selected consolidated balance sheet data as of March 31, 2014, 2013 and 2012 are derived from AppliedMicro's audited consolidated financial statements which are not incorporated by reference into this document. The selected consolidated statements of operations data for the six months ended September 30, 2016 and 2015, and the selected consolidated balance sheet data as of September 30, 2016 and 2015 are derived from, and qualified by reference to, the unaudited consolidated financial statements included in AppliedMicro's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2016, which is incorporated by reference into this document. You should read this summary selected consolidated financial data together with AppliedMicro's Management's Discussion and Analysis of Financial Condition and Results of Operations and AppliedMicro's historical consolidated financial statements and the notes thereto. The historical results are not necessarily indicative of results to be expected in the future. See [Where to Obtain Additional Information](#).

in thousands	Six Months Ended		Fiscal Years Ended March 31,				
	September 30, 2016	September 30, 2015	2016	2015	2014	2013	2012
Net revenues	\$ 83,277	\$ 77,556	\$ 159,287	\$ 165,011	\$ 216,150	\$ 195,642	\$ 230,887
Cost of revenues	30,148	34,564	69,739	69,297	85,189	83,048	98,804
Gross profit	53,129	42,992	89,548	95,714	130,961	112,594	132,083
Operating expenses:							
Research and development	51,522	44,028	91,518	107,220	146,579	187,419	175,656
Selling, general and administrative	17,041	17,137	33,507	33,643	38,927	51,684	45,794
Gain on sale of TPack					(19,699)		
Gain on sale of building					(25,815)		
Amortization of purchased intangible assets				104	316	1,926	3,202
Restructuring		111	25	5,421	1,134	6,435	875
Total operating expenses	68,563	61,276	125,050	146,388	141,442	247,464	225,527
Operating loss	(15,434)	(18,284)	(35,502)	(50,674)	(10,481)	(134,870)	(93,444)
Realized gain on short-term investments and interest income, net	472	1,876	2,238	2,764	5,052	2,595	4,247
	32	33	69	(3,056)	354	(2,394)	7,437

Other income (expense),
net

Loss before income taxes	(14,930)	(16,375)	(33,195)	(50,966)	(5,075)	(134,669)	(81,760)
Income tax expense (benefit)	249	(910)	(624)	1,092	619	(554)	928
Net loss	\$ (15,179)	\$ (15,465)	\$ (32,571)	\$ (52,058)	\$ (5,694)	\$ (134,115)	\$ (82,688)
Basic and diluted net loss per share	\$ (0.18)	\$ (0.19)	\$ (0.39)	\$ (0.66)	\$ (0.08)	\$ (2.06)	\$ (1.33)
Shares used in calculating basic and diluted net loss per share	85,486	81,680	82,668	78,814	72,897	65,258	62,245

Table of Contents**Consolidated Balance Sheet Data**

	September 30, September 30,		Fiscal Years Ended March 31,				
	2016	2015	2016	2015	2014	2013	2012
Cash, cash equivalents and short-term investments	\$ 81,728	\$ 75,500	\$ 83,845	\$ 75,358	\$ 106,583	\$ 85,476	\$ 113,846
Working capital	\$ 88,670	\$ 96,015	\$ 90,572	\$ 96,652	\$ 112,351	\$ 26,860	\$ 118,575
Total assets	\$ 143,745	\$ 151,340	\$ 146,292	\$ 158,863	\$ 207,536	\$ 211,380	\$ 269,052
Total current liabilities	\$ 29,720	\$ 28,036	\$ 29,461	\$ 31,467	\$ 55,155	\$ 114,089	\$ 72,286
Total stockholders equity	\$ 112,958	\$ 118,948	\$ 115,038	\$ 123,105	\$ 149,236	\$ 81,504	\$ 169,236

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following selected unaudited pro forma condensed combined financial data as of and for the year ended September 30, 2016 give effect to the transactions, which will be accounted for as a business combination under the acquisition method of accounting, with MACOM as the acquirer. The selected unaudited pro forma condensed combined financial data presented below is based on, and should be read in conjunction with, the unaudited pro forma condensed combined financial statements that appear elsewhere in this document, including the footnotes thereto, and the historical financial statements of MACOM and AppliedMicro that appear elsewhere in this document. See the sections entitled, *Where To Obtain Additional Information* and *Unaudited Pro Forma Condensed Combined Financial Statements*, for additional information.

MACOM operates on a 52-or 53-week fiscal year ending on the Friday closest to September 30. All date references contained herein relate to MACOM's fiscal year unless otherwise stated. AppliedMicro's fiscal year ends on March 31. As a result of the different fiscal years of MACOM and AppliedMicro:

The unaudited pro forma condensed combined balance sheet as of September 30, 2016 combines MACOM's historical consolidated balance sheet as of September 30, 2016, which was the end of MACOM's 2016 fiscal year, and AppliedMicro's historical unaudited condensed consolidated balance sheet as of September 30, 2016, which was the end of its second fiscal quarter, giving pro forma effect to the transactions as if they had been completed on September 30, 2016; and

The unaudited pro forma condensed combined statement of operations for the year ended September 30, 2016 combines MACOM's historical results of operations for the year ended September 30, 2016, which was the end of MACOM's 2016 fiscal year, and AppliedMicro's historical unaudited results of operations for the 12 months ended September 30, 2016, which have been derived from AppliedMicro's consolidated statement of operations for the year ended March 31, 2016, and from AppliedMicro's condensed consolidated statement of operations for the six months ended September 30, 2016 and September 30, 2015, giving pro forma effect to the transactions as if they had been completed on October 3, 2015.

The transactions will be accounted for using the acquisition method of accounting. The pro forma adjustments reflect adjustments required under GAAP for business combinations and are based upon, among other things, preliminary estimates of fair market values of assets acquired and liabilities assumed and certain assumptions that we believe are reasonable. Revisions to the preliminary estimates of fair market value may have a significant impact on the pro forma amounts of total assets, total liabilities and stockholders' equity, amortization expense, interest expense and income tax expense. The actual adjustments to MACOM's consolidated financial statements upon the closing of the transactions will depend on a number of factors, including additional information available and AppliedMicro's net assets on the closing date of the merger. Therefore, the actual adjustments will differ from the pro forma adjustments, and the differences may be material. The selected unaudited pro forma condensed combined statement of operations does not reflect any non-recurring charges or gains that MACOM may record in connection with the merger. However, these estimated non-recurring items will be reflected in MACOM's statement of operations for the period during which the merger will take place.

The selected unaudited pro forma condensed combined financial data is presented for illustrative purposes only and is not necessarily indicative of the actual or future financial position or results of operations that would have been realized if the transactions had been completed as of the dates indicated in the unaudited pro forma condensed combined financial statements or that will be realized upon the consummation of the transactions. The following

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information has been derived from, and should be read in conjunction with, the unaudited pro forma

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combined financial statements and the related notes included in this document. See Unaudited Pro Forma Condensed Combined Financial Statements.

	Year Ended	
	September 30, 2016	
	(in thousands, except per share data)	
<i>Statements of Operations Data</i>		
Loss from operations	\$	(34,970)
Loss from continuing operations	\$	(42,888)
Net loss per common share from continuing operations	\$	(0.67)
	As of	
	September 30, 2016	
	(in thousands)	
<i>Balance Sheet Data</i>		
Cash and cash equivalents	\$	67,577
Working capital (1)	\$	315,494
Total assets	\$	1,726,707
Total liabilities	\$	788,454
Accumulated deficit	\$	(108,138)
Total stockholders' equity	\$	938,253

(1) We define working capital as current assets less current liabilities.

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The following unaudited pro forma per share information as of and for the year ended September 30, 2016 reflects the transactions as if they had occurred on October 3, 2015. The information in the table is based on, and should be read together with, the unaudited pro forma condensed combined financial statements that appear elsewhere in this document, including the notes thereto, and the historical financial statements of MACOM and AppliedMicro that are incorporated by reference into this document. See [Where To Obtain Additional Information](#) and [Unaudited Pro Forma Condensed Combined Financial Statements](#).

The following unaudited pro forma per share data for the year ended September 30, 2016 was derived from MACOM's historical results of operations for the year ended September 30, 2016, which was the end of MACOM's 2016 fiscal year, and AppliedMicro's historical unaudited results of operations for the 12 months ended September 30, 2016, which have been derived from AppliedMicro's condensed consolidated statement of operations for the six months ended September 30, 2016 and from AppliedMicro's condensed consolidated statement of operations for the six months ended March 31, 2016, giving pro forma effect to the transactions as if they had been completed on October 3, 2015.

The unaudited pro forma per share data is presented for illustrative purposes only and is not necessarily indicative of actual or future financial position or results of operations that would have been realized if the transactions had been completed as of the dates indicated or will be realized upon the completion of the transactions. MACOM and AppliedMicro have not declared or paid any dividends during the periods presented.

	As of and for the year ended September 30, 2016
MACOM	
Book value per share - historical (1)	\$ 8.62
Net loss per common share from continuing operations - basic and diluted	\$ (0.07)
AppliedMicro	
Book value per share - historical (1)	\$ 1.31
Net loss per share - basic and diluted	\$ (0.38)
Combined	
Book value per share - pro forma (2)	\$ 14.65
Net loss per common share from continuing operations - basic and diluted	\$ (0.67)
AppliedMicro Unaudited Pro Forma Equivalent Data per Share (3)	
Book value per share - historical	\$ 1.59
Net loss per common share from continuing operations - basic and diluted	\$ (0.07)

(1) Historical book value per share is calculated by taking total stockholders' equity divided by total outstanding common shares

- (2) Combined pro forma book value per share is calculated by taking pro forma combined total stockholders' equity divided by pro forma combined outstanding common shares
- (3) AppliedMicro Unaudited Pro Forma Equivalent Data per share is calculated by applying the share exchange ratio of 0.1089 to the combined unaudited pro forma data per share

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RISK FACTORS

AppliedMicro stockholders should carefully read this document and the other documents referred to or incorporated by reference into this document, including in particular the following risk factors, in deciding whether to tender AppliedMicro shares pursuant to the offer.

Risks Relating to the Offer and Mergers and Combined Company

The stock portion of the transaction consideration is fixed and will not be adjusted. Because the market price of MACOM common stock may fluctuate, AppliedMicro stockholders cannot be sure of the market value of the transaction consideration they will receive in exchange for their AppliedMicro shares in connection with the transactions.

In connection with the offer and the first merger, AppliedMicro stockholders will receive cash and a fixed number of MACOM shares of common stock for each of their shares of AppliedMicro common stock (*i.e.*, 0.1089 MACOM shares for each AppliedMicro share). Because the number of shares of MACOM common stock being offered as part of the transaction consideration will not vary based on the market value of MACOM common stock, the portion of the market value of the transaction consideration that AppliedMicro stockholders will receive in the offer or first merger that is based on the value of MACOM common stock will vary based on the price of such stock at the time the transaction consideration is received. The market price of MACOM common stock may decline after the date of this document, after you tender your shares and/or after the offer and the first merger are completed.

A decline in the market price of MACOM common stock could result from a variety of factors beyond MACOM's control, including, among other things, the possibility that: MACOM may not achieve the expected benefits of the acquisition of AppliedMicro as rapidly or to the extent anticipated, including expectations relating to the sale by MACOM of a portion of AppliedMicro's compute business; AppliedMicro's business may not perform as anticipated following the transactions, including if key AppliedMicro customers discontinue purchasing from the combined firm; AppliedMicro's connectivity products or MACOM's products do not continue to gain market share; (see Risk Factors Risks Related to AppliedMicro's Business); the effect of MACOM's acquisition of AppliedMicro on MACOM's financial results may not meet the expectations of MACOM, financial analysts or investors; the addition and integration of AppliedMicro's business may be unsuccessful, take longer or be more disruptive than anticipated; or MACOM's creditworthiness may be adversely affected as a result of MACOM's reduced cash reserves incurred to finance the offer and the mergers.

Because the offer will not be completed until certain conditions have been satisfied or waived, a significant period of time may pass between the commencement of the offer, the time you tender your shares and the time that the Purchaser accepts your shares for payment. Therefore, at the time you tender your shares of AppliedMicro common stock pursuant to the offer, you will not know the exact market value of the stock portion of the transaction consideration that will be issued if the Purchaser accepts such shares for payment.

See Comparative Market Price and Dividend Matters. You are urged to obtain current market quotations for shares of AppliedMicro common stock and for shares of MACOM common stock.

The offer remains subject to conditions that MACOM cannot control.

The offer is subject to a number of conditions, including the minimum condition, lack of legal prohibitions, the listing on Nasdaq of the shares of MACOM common stock to be issued in the transactions, the receipt of opinions of AppliedMicro's and MACOM's respective legal counsel regarding the tax treatment of the transactions, the

effectiveness of the registration statement on Form S-4 of which this document is a part, the truth and accuracy of AppliedMicro's representations and warranties made in the merger agreement, subject to specified materiality standards, and AppliedMicro's material compliance with its covenants under the merger agreement. There are no assurances that all of the conditions to the offer will be satisfied or that the conditions

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will be satisfied in the time frame expected. If the conditions to the offer are not met, then MACOM may, subject to the terms and conditions of the merger agreement, allow the offer to expire, or amend or extend the offer. See Merger Agreement Conditions to the Transaction.

If the transactions are completed, AppliedMicro stockholders will receive MACOM common stock as part of the transaction consideration and will accordingly become MACOM stockholders. MACOM common stock may be affected by different factors than AppliedMicro common stock, and MACOM stockholders will have different rights than they had as AppliedMicro stockholders.

Upon consummation of the transactions, AppliedMicro stockholders will receive shares of MACOM common stock as part of the transaction consideration and will accordingly become MACOM stockholders. MACOM's business differs from that of AppliedMicro, and MACOM's results of operations and the trading price of MACOM common stock may be adversely affected by factors different than those that would affect AppliedMicro's results of operations and stock price.

In addition, holders of shares of MACOM common stock will have rights as MACOM stockholders that differ from the rights they had as AppliedMicro stockholders before the transactions. For a comparison of the rights of MACOM stockholders to the rights of AppliedMicro stockholders, see Comparison of Stockholders Rights.

AppliedMicro stockholders will have a reduced ownership and voting interest in the combined company.

Immediately following consummation of the offer and the first merger, AppliedMicro stockholders will collectively own approximately 16.1% of the outstanding shares of MACOM common stock. Consequently, AppliedMicro stockholders will not be able to exercise as much influence over the management and policies of the combined company as they currently exercise over AppliedMicro.

MACOM may fail to realize all of the anticipated benefits of the transactions or those benefits may take longer to realize than expected.

The full benefits of the transactions may not be realized as expected or may not be achieved within the anticipated time frame, or at all. Failure to achieve the anticipated benefits of the transactions could adversely affect MACOM's results of operations or cash flows, cause dilution to the earnings per share of MACOM, decrease or delay the expected benefits of the transactions and negatively affect the price of MACOM common stock.

In addition, MACOM and AppliedMicro will be required to devote significant attention and resources prior to closing to prepare for the post-closing operation of the combined company, and MACOM will be required post-closing to devote significant attention and resources to successfully align the business practices and integrate the operations of MACOM and AppliedMicro. This process may disrupt the businesses and, if ineffective, would limit the anticipated benefits of the transactions.

MACOM and AppliedMicro will incur direct and indirect costs as a result of the transactions.

MACOM and AppliedMicro will incur substantial expenses in connection with and as a result of completing the transactions. Following the completion of the mergers, MACOM expects to incur additional expenses in connection with combining the businesses, operations, policies and procedures of MACOM and AppliedMicro. Factors beyond MACOM's control could affect the total amount or timing of those expenses, many of which, by their nature, are difficult to estimate accurately. Moreover, diversion of management focus and resources from the day-to-day operation of the business to matters relating to the transactions could adversely affect each company's business,

regardless of whether the offer and the mergers are completed.

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The receipt of shares of MACOM common stock in the offer and/or the first merger may be taxable to AppliedMicro stockholders.

The offer is contingent upon the receipt of an opinion by each of MACOM and AppliedMicro from their respective legal counsel to the effect that the offer and the mergers, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Code. However, if the offer and the mergers are not treated as component parts of an integrated transaction for U.S. federal income tax purposes, if the mergers are not completed in the manner described herein and in the merger agreement or if the transactions otherwise fail to qualify as a reorganization within the meaning of Section 368(a) of the Code, the exchange of shares of AppliedMicro common stock for cash and shares of MACOM common stock in the offer and/or the first merger will be taxable to AppliedMicro stockholders for U.S. federal income tax purposes. See Material U.S. Federal Income Tax Consequences.

MACOM's and AppliedMicro's actual financial positions and results of operations may differ materially from the unaudited pro forma combined financial data included in this document.

The unaudited pro forma combined financial information contained in this document is presented for illustrative purposes only and may differ materially from what MACOM's actual financial position or results of operations would have been had the transactions been completed on the dates indicated. The unaudited pro forma combined financial information has been derived from the audited and unaudited historical financial statements of MACOM and certain adjustments and assumptions have been made regarding the combined company after giving effect to the offer and mergers. The assets and liabilities of AppliedMicro have been measured at fair value based on various preliminary estimates using assumptions that MACOM's management believes are reasonable utilizing information currently available. The process for estimating the fair value of acquired assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates may vary significantly as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the unaudited pro forma combined financial information and the final acquisition accounting may occur and are not necessarily indicative of MACOM's financial position or results of operations in future periods or that would have been realized in historical periods presented.

In addition, the assumptions used in preparing the unaudited pro forma combined financial information may not prove to be accurate, and other factors may affect MACOM's financial condition or results of operations following the closing. Any potential decline in MACOM's financial condition or results of operations may cause significant variations in MACOM's share price. See Unaudited Pro Forma Condensed Combined Financial Statements.

The merger agreement limits AppliedMicro's ability to pursue alternative transactions, and in certain instances requires payment of a termination fee, which could deter a third party from proposing an alternative transaction.

The merger agreement contains provisions that, subject to certain exceptions, limit AppliedMicro's ability to solicit, initiate or knowingly encourage or knowingly facilitate any inquiries regarding or the making or submission of any proposal or offer that constitutes or could reasonably be expected to lead to an AppliedMicro takeover proposal (as defined below). See Merger Agreement No Solicitation of Other Offers by AppliedMicro. In addition, under specified circumstances, AppliedMicro is required to pay a termination fee of \$30 million if the merger agreement is terminated. See Merger Agreement Effect of Termination. It is possible that these or other provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of AppliedMicro from considering or proposing an acquisition, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire AppliedMicro than it might otherwise have proposed to pay.

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If the value of MACOM's business, together with any synergies to be achieved from MACOM's acquisition of AppliedMicro, is less than the value of the transaction consideration, the trading price of shares of MACOM common stock could decrease.

If investors believe that the value of the cash consideration and stock consideration to be exchanged for AppliedMicro shares in connection with the offer and the first merger, together with transaction costs, is greater than the value of AppliedMicro's business, together with any synergies expected to be achieved from MACOM's acquisition of AppliedMicro, the trading price of MACOM common stock could decrease and the transactions could have a dilutive effect on the value of common shares held by MACOM stockholders (including former AppliedMicro stockholders).

Uncertainty during pendency of the transactions may cause suppliers, customers or other business partners to delay or defer decisions concerning MACOM and/or AppliedMicro or re-negotiate agreements with MACOM and/or AppliedMicro, and completion of the transactions could cause suppliers, customers and other business partners to terminate or re-negotiate their relationships with the combined company.

The offer and mergers will be completed only if specified conditions are met, many of which are outside the control of MACOM and AppliedMicro. In addition, both parties have rights to terminate the merger agreement under specified circumstances. Accordingly, there may be uncertainty regarding the consummation of the offer and mergers, both as to whether they will be consummated and when. This uncertainty may cause suppliers, customers or other business partners of MACOM and/or AppliedMicro to delay or defer decisions concerning such company's products or businesses, or to seek to change existing agreements with MACOM and/or AppliedMicro, which could negatively affect their respective businesses, results of operations and financial conditions.

Additionally, if the offer and mergers are completed, certain suppliers, customers or other business partners may attempt to terminate or change their relationships with the combined company, for example if such counterparties had prior experiences with either MACOM or AppliedMicro that caused them to be dissatisfied with MACOM or AppliedMicro. These decisions could have an adverse effect on the business of the combined company.

MACOM's acquisition of AppliedMicro could trigger certain change-of-control or similar provisions contained in AppliedMicro's agreements with third parties that could permit such parties to terminate or re-negotiate those agreements.

AppliedMicro and its subsidiaries may be a party to agreements that permit a counterparty to terminate an agreement or receive payments because the offer and mergers would cause a default or violate an anti-assignment, change-of-control or similar clause in such agreement. If this happens, MACOM may have to seek to replace that agreement with a new agreement or make additional payments under such agreement. However, MACOM may be unable to replace a terminated agreement on comparable terms or at all. Depending on the importance of such agreement to AppliedMicro's business, the failure to replace a terminated agreement on similar terms or at all, and requirements to pay additional amounts, may increase the costs to MACOM of operating AppliedMicro's business or decrease the expected benefits of the offer and mergers to the combined company.

The stock prices of MACOM and AppliedMicro common stock may be adversely affected if the offer and mergers are not completed.

If the offer and the mergers are not completed, the prices of MACOM common stock and AppliedMicro common stock may decline to the extent that the current market prices of such common stock reflect a market assumption that the offer and the mergers will be completed and have value.

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Failure to effectively retain, attract and motivate key employees could diminish the anticipated benefits of the transactions.

The success of the acquisition of AppliedMicro will depend in part on the attraction, retention and motivation of personnel critical to the business and operations of the combined company due to, for example, their technical skills or industry and management expertise. Employees and consultants may experience uncertainty about their future roles with MACOM and AppliedMicro during the pendency of the offer and mergers or after their completion. MACOM and AppliedMicro, while similar and sharing a number of core values, do not have identical corporate cultures, and some employees or consultants may not want to work for the combined company. In addition, competitors may recruit employees during MACOM's integration of AppliedMicro. If the companies are unable to attract, retain and motivate personnel that are critical to the successful integration and future operation of the companies, the combined company could face disruptions in its operations, loss of existing customers, key information, expertise or know-how and unanticipated additional recruiting and training costs. In addition, the loss of key personnel could diminish the anticipated benefits of the acquisition of AppliedMicro to MACOM.

The financial analyses and forecasts considered by AppliedMicro and its financial advisors may not be realized.

While the financial projections utilized by AppliedMicro and its advisors in connection with the offer and the mergers and summarized in this registration statement were prepared in good faith based on information available at the time of preparation, no assurances can be made regarding future events or that the assumptions made in preparing such projections will accurately reflect future conditions. In preparing such projections, the management of AppliedMicro made assumptions regarding, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions that may not be realized and that are inherently subject to significant uncertainties and contingencies, including, among others, risks and uncertainties described or incorporated by reference in this section and the section entitled "Forward-Looking Statements," all of which are difficult to predict and many of which are beyond the control of AppliedMicro and MACOM and will be beyond the control of the combined company. There can be no assurance that the underlying assumptions or projected results will be realized, and actual results will likely differ, and may differ materially, from those reflected in the unaudited financial projections, whether or not the offer and mergers are completed. The financial projections do not necessarily reflect the manner in which the acquired business will be operated by MACOM or the results of operations of such underlying business after the completion of the acquisition. The costs and expenses shown in such AppliedMicro projections do not necessarily represent the costs and expenses to be incurred by MACOM. As a result, the unaudited financial projections cannot be considered predictive of actual future operating results, and this information should not be relied on as such. In addition, since such projections cover multiple years, the information by its nature becomes less predictive with each successive year.

Risks Related to MACOM's Business

You should read and consider the risk factors specific to MACOM's business that will also affect the combined company after the merger. These risks are described in (i) Part I, Item 1A of MACOM's Annual Report on Form 10-K for the fiscal year ended September 30, 2016, as filed with the SEC on November 17, 2016 and (ii) in other documents that are incorporated by reference into this document. See "Where To Obtain Additional Information" for the location of information incorporated by reference in this document.

Risks Related to AppliedMicro's Business

The announcement and pendency of AppliedMicro's agreement to be acquired by MACOM may have an adverse effect on AppliedMicro's business, operating results and stock price.

AppliedMicro's announcement of having entered into the merger agreement and MACOM's and the Purchaser's commencement of the offer could cause a material disruption to AppliedMicro's business.

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AppliedMicro is subject to additional risks in connection with the announcement and pendency of the offer and the mergers, including, but not limited to, the following:

market reaction to the announcement of the offer and the mergers;

changes in the respective business, operations, financial position and prospects of either company or the combined company following consummation of the mergers;

market assessments of the likelihood that the offer and the mergers will be consummated;

the amount of cash and the number of shares of MACOM common stock comprising the transaction consideration will not be adjusted for changes in AppliedMicro's business, assets, liabilities, prospects, outlook, financial condition or results of operations during the pendency of the merger agreement, including any successful execution of AppliedMicro's current strategy as